

**Objection Deadline: November 13, 2009 at 4:00 p.m. (prevailing Eastern time)**

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- and -

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Reorganized Debtors

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF PRESENTMENT OF STIPULATION AND AGREED ORDER  
BETWEEN REORGANIZED DEBTORS AND F&G MULTI-SLIDE INC. AND  
F&G TOOL & DIE CO. INC. REGARDING CURE AMOUNTS  
FOR ASSUMED EXECUTORY CONTRACTS

PLEASE TAKE NOTICE that on January 9, 2008, F&G Multi-Slide filed its Objection Of Creditor F&G Multi-Slide Inc. To Notice Of Cure Amount With Respect To Executory Contracts To Be Assumed And Assigned (Docket No. 11801) and F&G Tool & Die filed its Objection Of Creditor F&G Tool & Die Co. Inc. To Notice Of Cure Amount With Respect To Executory Contracts To Be Assumed And Assigned (Docket No. 11802) (together, the "F&G Cure Notice Objections").

PLEASE TAKE FURTHER NOTICE that on March 5, 2008, F&G Multi-Slide filed its Proposed Cure Claim Of Creditor F&G Multi-Slide (Docket No. 12973) and F&G Tool & Die filed its Proposed Cure Claim Of Creditor F&G Tool & Die (Docket No. 12974) (together, the "F&G Cure Claims").

PLEASE TAKE FURTHER NOTICE that on April 24, 2008, Delphi Corporation and certain of its affiliates (the "Debtors") objected to the Proposed Cure Claim Of Creditor F&G Multi-Slide (Docket No. 12973) and the Proposed Cure Claim Of Creditor F&G Tool & Die (Docket No. 12974) pursuant to the (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13459).

PLEASE TAKE FURTHER NOTICE that on July 13, 2009, F&G Multi-Slide filed its Objection Of Creditor F&G Multi-Slide Inc. To Cure Amount With Respect To Executory Contracts To Be Assumed And Assigned (Docket No. 18323) (the "F&G Multi-Slide Assignment Objection").

PLEASE TAKE FURTHER NOTICE that on July 17, 2009, F&G Tool & Die filed its Objection Of Creditor F&G Tool & Die Co. Inc. To Cure Amount With Respect To

Executory Contracts To Be Assumed And Assigned To Parnassus Holdings II, LLC Under Modified Plan of Reorganization (Docket No. 18358) (the "F&G Tool & Die Assignment Objection," and together with the F&G Multi-Slide Assignment Objection, the "Objections").

PLEASE TAKE FURTHER NOTICE that although the F&G Multi-Slide Assignment Objection and the F&G Tool & Die Assignment Objection have been withdrawn, in connection with such withdrawal, the parties have executed a stipulation and agreed order resolving the Objections (the "Stipulation"), a copy of which is attached hereto as Exhibit A. The Stipulation also resolves the F&G Cure Notice Objections and the F&G Cure Claims.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Stipulation must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, (c) be filed with the Bankruptcy Court for the Southern District of New York in accordance with General Order M-242 (as amended) – registered users of the court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, The Hon. Charles L. Brieant Jr. Federal Building and Courthouse, 300 Quarropas Street, Courtroom 118, White Plains, New York 10601-4140 (the "Bankruptcy Court"), and (e) be served upon (i) DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: President) and (ii) counsel to the Reorganized Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John K. Lyons and Ron E. Meisler), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on November 13, 2009.

PLEASE TAKE FURTHER NOTICE that if timely written objections to the stipulation are filed, served, and received in accordance with this notice, a hearing to consider approval of the Stipulation will be held on November 17, 2009, at 10:00 a.m. (prevailing Eastern time) in the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that if no written objections to the Stipulation are timely filed, served, and received in accordance with this notice, the Reorganized Debtors will present the Stipulation to the Bankruptcy Court for signature on November 17, 2009 at 12:00 noon (prevailing Eastern Time), and the Bankruptcy Court may enter an order approving the Stipulation without further notice.

Dated: New York, New York  
November 3, 2009

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

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Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

## Exhibit A

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
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SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS AND  
F&G MULTI-SLIDE INC. AND F&G TOOL & DIE CO. INC.  
REGARDING CURE AMOUNTS FOR ASSUMED EXECUTORY CONTRACTS

DPH Holdings Corp. and its subsidiaries and affiliates (collectively, the "Reorganized Debtors"), F&G Multi-Slide Inc. ("F&G Multi-Slide"), and F&G Tool & Die Co. Inc. ("F&G Tool & Die"), hereby agree and state as follows:

WHEREAS, on October 8 and 14, 2005 (the "Petition Date"), Delphi Corporation and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on January 9, 2008, F&G Multi-Slide filed its Objection Of Creditor F&G Multi-Slide Inc. To Notice Of Cure Amount With Respect To Executory Contracts To Be Assumed And Assigned (Docket No. 11801) and F&G Tool & Die filed its Objection Of Creditor F&G Tool & Die Co. Inc. To Notice Of Cure Amount With Respect To Executory Contracts To Be Assumed And Assigned (Docket No. 11802) (together, the "F&G Cure Notice Objections").

WHEREAS, on March 5, 2008, F&G Multi-Slide filed its Proposed Cure Claim Of Creditor F&G Multi-Slide (Docket No. 12973) (the "F&G Multi-Slide Cure Claim") and F&G Tool & Die filed its Proposed Cure Claim Of Creditor F&G Tool & Die (Docket No. 12974) (the "F&G Tool & Die Cure Claim").

WHEREAS, on April 24, 2008, the Debtors objected to the F&G Tool & Die Cure Claim and the F&G Multi-Slide Cure Claim in their (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13459) (the "Omnibus

8.2(b) Cure Objection").

WHEREAS, on April 29, 2008, F&G Multi-Slide filed its Objection Of Creditor F&G Multi-Slide Inc. To Debtors' Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§105(a), And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization (As To F&G Multi-Slide Inc.) (Docket No. 13474) (the "F&G Multi-Slide 8.2(b) Objection").

WHEREAS, on May 16, 2008, F&G Tool & Die filed its Reply Of Creditor F&G Tool And Die Co. Inc. To Debtors' Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§105(a), And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization (As To F&G Tool And Die Co. Inc.) (Docket No. 13620) (the "F&G Tool & Die 8.2(b) Objection," and together with the F&G Multi-Slide Cure Claim, the F&G Tool & Die Cure Claim, and the F&G Multi-Slide 8.2(b) Objection, the "Cure Claim Pleadings").

WHEREAS, on June 16, 2009, the Debtors filed the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (Docket No. 17030) (the "Modified Plan").

WHEREAS, on June 16, 2009, the Court entered Order (A)(I) Approving Modifications To Debtors' First Amended Plan Of Reorganization (As Modified) And Related Disclosures And Voting Procedures And (II) Setting Final Hearing Date To Consider Modifications To Confirmed First Amended Plan Of Reorganization And (B) Setting Administrative Expense Claims Bar Date And Alternative Transaction Hearing Date (Docket No. 17032) (the "Modification Procedures Order").

WHEREAS, on July 2, 2009, the Debtors served F&G Multi-Slide a Notice of



Non-Assumption Under the Modified Plan with Respect to Certain Expired or Terminated Contracts or Leases Previously Deemed to be Assumed or Assumed and Assigned Under Confirmed Plan of Reorganization.

WHEREAS, on July 10, 2009, pursuant to the Modification Procedures Order, the Debtors served F&G Multi-Slide with a Notice Of Assumption And Assignment With Respect To Certain Executory Contracts Or Unexpired Leases To Be Assumed And Assigned To GM Components Holdings, LLC Or Steering Solutions Services Corporation, As Applicable, Under Modified Plan Of Reorganization and served F&G Tool & Die with a Notice Of Assumption And Assignment With Respect To Certain Executory Contracts Or Unexpired Leases To Be Assumed And Assigned To Parnassus Holdings II, LLC, As Applicable, Under Modified Plan Of Reorganization (collectively, the "Cure & Assignment Notices").<sup>1</sup>

WHEREAS, on July 13, 2009, F&G Multi-Slide filed its Objection Of Creditor F&G Multi-Slide Inc. To Cure Amount With Respect To Executory Contracts To Be Assumed And Assigned (Docket No. 18323) (the "F&G Multi-Slide Assignment Objection").

WHEREAS, on July 17, 2009, F&G Tool & Die filed its Objection Of Creditor F&G Tool & Die Co. Inc. To Cure Amount With Respect To Executory Contracts To Be Assumed And Assigned To Parnassus Holdings II, LLC Under Modified Plan of Reorganization (Docket No. 18358) (the "F&G Tool & Die Assignment Objection").

WHEREAS, on July 30, 2009, the Bankruptcy Court entered the Order Approving Modifications Under 11 U.S.C. § 1127(b) To (I) First Amended Joint Plan Of Reorganization Of

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<sup>1</sup> On July 27, 2009, the Debtors served F&G Tool & Die with their Notice of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to DIP Holdco 3, LLC Under Modified Plan of Reorganization (the "DIP Holdco 3, LLC Assignment Notice") indicating that Purchase Orders D0550080025, D0550055872, and D0550041831 would be assigned to DIP Holdco 3, LLC rather than Parnassus Holdings II, LLC.

Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified and (II) Confirmation Order (Docket No. 12359), approving the Debtors' Modified Plan (Docket No. 18707) (the "Modification Approval Order").

WHEREAS, on August 14, 2009, F&G Multi-Slide filed a Withdrawal Of Objection Of Creditor F&G Multi-Slide Inc. To Cure Amount With Respect To Executory Contracts To Be Assumed And Assigned (Docket No. 18796), and F&G Tool & Die filed a Withdrawal Of Objection Of Creditor F&G Tool & Die Co. Inc. To Cure Amount With Respect To Executory Contracts To Be Assumed And Assigned (Docket No. 18797).

WHEREAS, on August 18, 2009 the Bankruptcy Court entered the Omnibus Order Resolving Certain Objections to Nonassumption of Certain Contracts and Leases, Assumption and Assignment of Executory Contracts and Unexpired Leases, and Cure Amounts (Docket No. 18805), which among other things noted the F&G Multi-Slide Assignment Objection and the F&G Tool & Die Assignment Objection as withdrawn or otherwise resolved.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the Modified Plan, the Effective Date (as defined in the Modified Plan) occurred, and the transactions under the Master Disposition Agreement (as defined in the Modified Plan) and related agreements were closed.

WHEREAS, although the F&G Multi-Slide Assignment Objection and the F&G Tool & Die Assignment Objection have been withdrawn, in connection with such withdrawal the parties reached an agreement to resolve the F&G Multi-Slide and F&G Tool & Die Cure Claims, and the Cure Claim Pleadings.

NOW, THEREFORE, the Reorganized Debtors, F&G Multi-Slide, and F&G Tool & Die stipulate and agree as follows:

1. F&G Multi-Slide shall receive a cure amount of \$9,913.77 with respect to Purchase Order No. SAG90I40150, which cure amount shall be paid in accordance with the terms of the Modified Plan.

2. F&G Tool & Die shall receive a cure amount of \$32,521.94 with respect to Purchase Order No. D0550041831, which cure amount shall be paid in accordance with the terms of the Modified Plan.

3. To the extent not already withdrawn, the F&G Cure Notice Objections, the Cure Claim Pleadings, the F&G Multi-Slide Assignment Objection, and the F&G Tool & Die Assignment Objection are hereby deemed withdrawn with prejudice.

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in New York, New York, this \_\_\_\_ day of November, 2009

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UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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John K. Lyons  
Ron E. Meisler  
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